

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

ROBERT H. AYLOR, JR., On Behalf of	:	
Himself and All Others Similarly Situated,	:	
	:	
Plaintiff,	:	Civil Action No. 05-CV-00222 (SLR)
	:	
v.	:	Related Cases:
	:	1:05-CV-00242 (SLR)
XYBERNAUT CORPORATION,	:	1:05-CV-00256 (SLR)
EDWARD G. NEWMAN, STEVEN A.	:	1:05-CV-00268 (SLR)
NEWMAN, M.D., AND THOMAS D.	:	1:05-CV-00310 (SLR)
DAVIS,	:	1:05-CV-00334 (JJF)
	:	1:05-CV-00354 (SLR)
Defendants.	:	

**DECLARATION OF JAMES L. HOLZMAN IN SUPPORT OF THE AL MESNAD  
GROUP'S MOTION FOR THE CONSOLIDATION OF ALL RELATED ACTIONS,  
TO BE APPOINTED LEAD PLAINTIFF, AND FOR THE APPROVAL  
OF SELECTION OF CO-LEAD AND LIAISON COUNSEL**

PRICKETT, JONES & ELLIOTT, P.A.  
James L. Holzman (DE Bar #663)  
J. Clayton Athey (DE Bar #4378)  
1310 King Street  
Box 1328  
Wilmington, DE 19899  
Telephone: (302) 888-6500  
*Proposed Liaison Counsel for The Al Mesnad  
Group*

Dated: June 14, 2005

COHEN, MILSTEIN, HAUSFELD  
& TOLL, P.L.L.C  
Steven J. Toll  
Daniel S. Sommers  
Scott L. Adkins  
Jason M. Leviton  
1100 New York Avenue, N.W.  
West Tower, Suite 500  
Washington, D.C. 20005  
Telephone: (202) 408-4600  
*Proposed Co-Lead Counsel for The Al Mesnad Group*

**[ADDITIONAL COUNSEL LISTED ON NEXT PAGE]**

MURRAY, FRANK & SAILOR LLP

Eric J. Belfi

275 Madison Avenue

New York, N.Y. 10016

Tel: (212) 682-1818

Fax: (212) 682-1892

*Proposed Co-Lead Counsel For The Al Mesnad Group*

GLANCY, BINKOW & GOLDBERG LLP

Michael Goldberg

1801 Avenue of the Stars, Suite 311

Los Angeles, CA 90067

Tel: (310) 201-9150

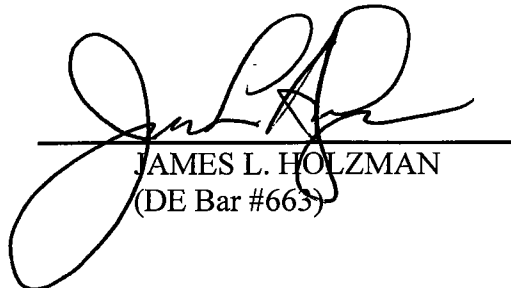
Fax: (310) 201-9160

James L. Holzman, declares and says:

1. I am an attorney admitted to practice in this District and am counsel for the Khalid Nassera Al Mesnad, Edward J. Paige, Nurol Menkul Kiymetler A.S., and Joyce R. Starr (collectively the "Al Mesnad Group" or "Movants"). I am submitting this declaration in support of their motion for appointment as Lead Plaintiff and selection of Cohen, Milstein, Hausfeld & Toll, P.L.L.C. and Murray, Frank & Sailor LLP as co-Lead Counsel and Prickett, Jones & Elliott, P.A. as Liaison Counsel.
2. Attached as Exhibit A is a true and correct copy of a notice to shareholders of Xybernaut Corporation dated April 15, 2005.
3. Attached as Exhibit B are true and correct copies of the Al Mesnad Group's certifications to serve as Lead Plaintiffs and calculations of their losses.
4. Attached as Exhibit C hereto is a copy of the firm resume of Cohen, Milstein, Hausfeld & Toll, P.L.L.C.
5. Attached as Exhibit D is a copy of the firm resume of Murray, Frank & Sailor, LLP.
6. Attached as Exhibit E is a copy of the firm resume of Prickett, Jones & Elliott, P.A.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14th day of June, 2005 at Wilmington, DE.



JAMES L. HOLZMAN  
(DE Bar #663)

**CERTIFICATE OF SERVICE**

I hereby certify that on June 14, 2005, I electronically filed **DECLARATION OF JAMES L. HOLZMAN IN SUPPORT OF THE AL MESNAD GROUP'S MOTION FOR THE CONSOLIDATION OF ALL RELATED ACTIONS, TO BE APPOINTED LEAD PLAINTIFF, AND FOR THE APPROVAL OF SELECTION OF CO-LEAD AND LIAISON COUNSEL** which will send notification of such filing to the following:

**ROSENTHAL, MONHAIT, GROSS  
& GODDESS**

Jessica Zeldin  
Mellon Bank Center, Suite 1401  
919 Market Street  
Wilmington, DE 19899-1070

**CHIMICLES & TIKELLIS, LLP**

Pamela S. Tikellis  
Robert J. Kriner  
A. Zachary Naylor  
Robert Davis  
One Rodney Square, 5<sup>th</sup> Floor  
920 King Street  
Wilmington, DE 19801

**DRINKER BIDDLE**

David Phillip Primack  
1100 North Market Street  
Suite 1000  
Wilmington, DE 19801-1254

**MILBERG WEISS, BERSHAD  
& SCHULMAN LLP**

Seth D. Rigrodsky  
Ralph N. Sianni  
Brian D. Long  
919 North Market Street, Suite 411  
Wilmington, DE 19801

**SMITH, KATZENSTEIN, & FURLOW**

Laurence V. Cronin  
800 Delaware Ave.  
P.O. Box 410  
Wilmington, DE 19899



J. Clayton Athey (Bar ID #4378)

Prickett, Jones & Elliott, P.A.

1310 King Street

P.O. Box 1328

Wilmington, DE 19899

(302) 888-6507

jcathey@prickett.com

*Proposed Liaison Counsel for The Al  
Mesnad Group*